

Baxter Academy for Technology and Science

April 1, 2013

Jana Lapoint, Chair Maine Charter School Commission 182 State House Station Augusta, ME 04333

Dear Ms. Lapoint:

Attached you'll find the documents requested for the Commission's review.

We're providing here the latest information we have. However, we continue to work diligently on many fronts. With your blessing, we'd like to reserve the right to send you important updates that might be relevant in the Commission's decision-making. We understand that public comment is allowed until 5 p.m. April 4. We hope that we, too, could add information at least until that time if not beyond. On behalf of our students, we want to provide the latest and best progress reports for Baxter Academy.

Thank you for the work you are doing.

All best,

Kelli Pryor, Chair, Board of Directors

Maine Charter School Commission

March 26, 2013

Ms. Kelli Pryor, Board Chair Baxter Academy for Technology and Science 212 Pope Road Windham, ME 04062

Dear Ms. Pryor:

As a follow-up to the Commission Meeting yesterday, 3/25/13, the following list is verification of the additional materials that have been requested of Baxter Academy for Technology and Science by the Commission:

- Latest Revised 2013 Budget
- 2. Latest Revised Three-year Budget (2014, 2015, 2016)
- 3. Most recent documentation of financials –

FAME and Bank Loan Approval
Tennessee Property – Ownership documentation
Call Option Contract (2014)
Foundation Commitments
Individual Commitments - List of Donors and Pledges

- 4. Legal Insurance Policy
- 5. Advisory Board as it relates to the Board of Directors
- 6. Bylaws and results of the vote on the bylaws
- 7. Update on Transportation
- 8. Update on Food Service
- 9. Up-to-date Student Enrollment Numbers –
 Contact made with each Parent/Student and their response.

These items should be received by the Commission, electronically, no later than Monday, April 1, by 12:00 noon for distribution to and review by the entire Commission.

In order to add the new documents to the website with the original and revised applications, the above listed items should be added to the CD (or thumb drive) with the documents emailed to the Commission office March 22 - compiled onto "One <u>single-file</u> PDF electronic version of the application, including all exhibits on a clearly labeled CD." This file will be posted on the Maine Charter School Commission website.

There had been previously scheduled, and subsequently postponed, a meeting with Nancy Connolly, Department of Education, Exceptional Children Consultant, to review Baxter Academy's special services' plans. You can reach Nancy at 624-6671 or Nancy.Connolly@maine.gov to arrange a meeting time with her.

If you have any questions, please call Bob Kautz, Executive Director, at 207-592-8352 or email: Bob.Kautz@maine.gov.

Sincerely,

Jana Lapoint, Chair

Maine Charter School Commission

cc: Len Cole, Board Member

Maine Charter School Commission Members

JL/dsl

Baxter School (backup)

6/30/13

6/30/13										
Dudgeted Statement of Asticities	•	ar todate			_		_		_	
Budgeted Statement of Activities		actual MAR	В	udgeted APR	В	Budgeted MAY	E	Sudgeted JUN	P	rojected TOTAL
Revenues										
contributions	\$	87,200	\$	24,000	\$	50,000	\$	100,000	\$	261,200
federal grants									\$	-
private grants		3,000							\$	3,000
contribution LOC special						200,000			\$	200,000
Other Income		840							\$	840
Total Revenues	\$	91,040	\$	24,000	\$	250,000	\$	100,000	\$	465,040
expenses										
Payroll expense		45,701		5,000		5,000		5,000	\$	60,701
Payroll taxes									\$	-
Benefits		7,336							\$	7,336
Consultants & Contractors		1,890				17,000		17,000	\$	35,890
Marketing expense		3,634							\$	3,634
Deposits		18,750							\$	18,750
Academic Computers/Software						62,500			\$	62,500
Insurance Expense		3,275		1,083					\$	4,358
Printing		642		200		200		200	\$	1,242
Occupancy Expense		4,000		333		333		333	\$	4,999
Office Expense		1,974		200		200		200	\$	2,574
Professional Services		4,119		2,000		2,000		2,000	\$	10,119
CFO services				1,000		1,000		4,000	\$	6,000
Staff development		2,195							\$	2,195
Misc.		2,407							\$	2,407
internet/phones		490		70		70		70	\$	700
Start up cost-lab equip. & furinature		-		-		22,500		170,000	\$	192,500
Total expense	\$	96,413	\$	9,886	\$	110,803	\$	198,803	\$	415,905
Net income/(loss)	\$	(5,373)	\$	14,114	\$	139,197	\$	(98,803)	\$	49,135
Cash beginning		11,730		6,357		20,471		159,668		
Cash ending		6,357		20,471		159,668		60,865		

summary of donations and pledges 7/1/12 to 3/31/13

	number of			
	contributors	Dol	lars	
online pledges	215	\$	5,098	
anonymous land donation	1		150,000	х
anonymous donations	1		36,000	X
donations	5		6,200	
foundation	1		25,000	
foundation	1		3,000	
Dan Amory	1		50,000	
Jebediah Foundation	1		200,000	
donations received not deposited	17		2,775	_
Total		\$	478,073	

X donated by a relative of John Jacques

BAXTER ACADEMY OF TECHNOLOGY AND SCIENCE Budget Summary- backup June 30, 2014, 2015 and 2016

	2014	2015	2016
Revenues			
Per-Pupil Allocation	1,449,760	2,174,640	2,899,520
Contribution	107,000	125,000	90,000
cash carryover from2013	60,000	-,	,
Contribution	200,000		
Other revenue	50,000	72,250	90,000
	1,866,760	2,371,890	3,079,520
Epenses			
Instructional Services	693,500	1,248,190	1,524,043
Special Education Services	111,000	170,000	216,250
Supplemental Programs & Services	10,000	15,000	20,000
Library	5,750	8,625	11,500
Student Support Program & Services	17,000	76,000	88,000
Facilities	203,000	260,500	330,200
Transportation & Food Service	177,500	181,600	198,800
Administration & Support	389,000	411,750	475,545
	1,606,750	2,371,665	2,864,338
SURPLUS or (DEFICIT)	260,010	225	215,182
Beginning cash	-	260,010	260,235
Line of credit drawdown(payback)			
Ending cash	260,010	260,235	475,417

BAXTER ACADEMY OF TECHNOLOGY AND SCIENCE State Charter School Commission Three year detail budget-backup

	Year One	Year Two	Year Three
Revenues			
Per-Pupil Allocation	1,449,760	2,174,640	2,899,520
Federal Entitlement Funds	10,000	15,000	20,000
Federal and State Grants	-	-	-
Foundation Grants	-	-	-
Fundraising Events	10,000	10,000	10,000
Contributions	200,000		
Parent Contributions	30,000	47,250	60,000
cash carryover from2013	60,000		
Contributions	107,000	125,000	90,000
	1,866,760	2,371,890	3,079,520
Expenses			
Instructional Services			
Teacher Salaries & Benefits	648,000	1,153,440	1,404,043
Substitute Salaries & Benefits	5,000	7,000	9,000
Aides Salaries & Benefits	-		
Textbooks	500	750	1,000
Classroom Supplies	10,000	15,000	20,000
Classroom Furniture		10,000	10,000
Classroom Equipment			
Academic Computers/Software		20,000	25,000
Staff Development	10,000	12,000	15,000
Travel & Conferences			
Other: Distance Learning courses	20,000	30,000	40,000
Other: Enrichment Programs			
Instructional Services	693,500	1,248,190	1,524,043
Special Education Services			
Teacher Salaries & Benefits			
Aides Salaries & Benefits	30,000	62,500	93,750
Special Facilities/Equipment	•	,	,
Curriculum			
Instructional Materials	5,000	7,500	10,000
Contracted Services	10,000	20,000	30,000
Director of Special Services/ set	66,000	80,000	82,500
Special Education	111,000	170,000	216,250

BAXTER ACADEMY OF TECHNOLOGY AND SCIENCE State Charter School Commission Three year detail budget-backup

_	Year One	Year Two	Year Three
Supplemental Programs & Sarviges			
Supplemental Programs & Services Athletic Programs Art & Enrichment Programs Summer/Bridge School/Programs After-School Programs	5,000	7,500	10,000
Community Service Programs English Language Learner Programs Music Programs Tutoring Programs Uniforms Other:	5,000	7,500	10,000
Supplemental Programs	10,000	15,000	20,000
Library			
Librarian Salary & Benefits			
Books & Other Reading Materials Furniture	500	750	1,000
Computers/Software	5,000	7,500	10,000
Audiovisual Equipment Other:	250	375	500
Library	5,750	8,625	11,500
Student Support Program & Services			
Nurse Salary & Benefits	10,000	12,000	15,000
Health Supplies & Equipment	1,000	2,000	3,000
Guidance Counselor Salary & Benefits School Psychologist Expense Volunteer Expense		54,000	60,000
Other: Testing/Appraisal & Support Svcs	2,000	3,000	4,000
Other: Contract Service Guidance/Assess	2,000	2,000	2,000
Other: Supplies, etc.	2,000	3,000	4,000
Student Support	17,000	76,000	88,000
Facilities			
Rent/Lease/Mortgage Maintenance Salaries & Benefits	165,000	210,000	267,200
Maintenance & Repair Expenses	5,000	6,000	7,000
Utilities	10,000	15,000	20,000
Telephone	2,000	3,000	4,000
Internet Services Fire & Security	1,000	1,500	2,000
Custodial Services Custodial Supplies Waste Disposal Other: Parking	20,000	25,000	30,000
Facilities	203,000	260,500	330,200

BAXTER ACADEMY OF TECHNOLOGY AND SCIENCE State Charter School Commission Three year detail budget-backup

	Year One	Year Two	Year Three
Transportation & Food Service			
Busing Costs			
Driver Salary & Benefits			
Field Trip Expense			
Food Service Salaries & Benefits			
Food Service Supplies & Equipment			
School Breakfast Expense			
School Lunch Expense			
School Snacks Expense			
Other: Food Services	20,000	21,600	28,800
Other: Student Transportation	157,500	160,000	170,000
Transportation & Food Service	177,500	181,600	198,800
Administration & Support			
Administrators' Salaries & Benefits	142,500	150,750	159,825
Staff Salaries & Benefits	102,000	112,200	153,420
Office Supplies	5,500	8,500	11,500
Photocopy Expense	2,000	2,000	2,000
CFO/HR out source	60,000	60,000	60,000
Office Equipment	500	500	500
Postage & Shipping	500	500	500
Bookkeeping & Audit	15,000	15,000	15,000
Payroll Services	2,000	3,000	4,000
IT out source	5,000	5,000	5,000
Interest Expense	6,000	6,000	6,000
Legal Services	19,200	10,000	10,000
Liability & Property Insurance	10,000	15,000	20,000
Directors' & Officers Insurance	1,100	1,100	1,100
Marketing	5,000	5,000	5,000
Grant Writing			
Board Expense	500	500	500
Staff Recruitment Expense			
Other: Workers Compensation Insurance	5,200	7,200	9,200
Other: Professional Development	5,000	7,500	10,000
Unbudget expense	-		
Other: Travel	2,000	2,000	2,000
Administration & Support	389,000	411,750	475,545
TOTAL EXPENSES	1,606,750	2,371,665	2,864,338
SURPLUS or (DEFICIT)	260,010	225	215,182

BAXTER ACADEMY OF TECHNOLOGY AND SCIENCE State Charter School Commission Budget first year monthly-backup

	July	August	September	October	November	December	January	February	March	April	May	June	July	August	total
Revenues Per-Pupil Allocation Federal Entitlement Funds Federal and State Grants				362,440 1,111	1,111	362,440 1,111 -	1,111	1,111	362,440 1,111	1,111	1,111	362,440 1,111			1,449,760 9,999 -
Foundation Grants Fundraising Events Contributions Contribution cash carryover from2013 Loan	833 5,000 60,000	833 6,200 200,000	833 6,200	833 6,200	833 6,200	833 6,200	833 6,200	833 6,200	833 6,200	833 70,000	833 6,200	833 6,200			9,996 137,000 200,000 60,000
	65,833	207,033	7,033	370,584	8,144	370,584	8,144	8,144	370,584	71,944	8,144	370,584	-	-	1,866,755
Expenses Instructional Services Teacher Salaries & Benefits		54,000	54,000	54,000	54,000	54,000	54,000	54,000	54,000	54,000	54,000	54,000	54,000		- - - 648,000
Substitute Salaries & Benefits Aides Salaries & Benefits		·	500	54,000	500	500	54,000	500	54,000	500	500	500	54,000		5,000
Textbooks Classroom Supplies Classroom Furniture Classroom Equipment		500 10,000													500 10,000 - -
Academic Computers/Software Staff Development Travel & Conferences		10,000													10,000 -
Other: Distance Learning courses Other: Enrichment Programs			2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000			20,000
Instructional Services	-	74,500	56,500	56,500	56,500	56,500	56,500	56,500	56,500	56,500	56,500	56,500	54,000	-	693,500
Special Education Services Teacher Salaries & Benefits Aides Salaries & Benefits Special Facilities/Equipment Curriculum	- -		3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000			30,000
Instructional Materials Contracted Services Other: Director of Special Services		5,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	1,000 5,500	5,500		5,000 10,000 66,000
Special Education	-	10,500	9,500	9,500	9,500	9,500	9,500	9,500	9,500	9,500	9,500	9,500	5,500	-	111,000

BAXTER ACADEMY OF TECHNOLOGY AND SCIENCE State Charter School Commission Budget first year monthly-backup

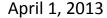
	July	August	September	October	November	December	January	February	March	April	May	June	July	August	total
Supplemental Programs & Services Athletic Programs Art & Enrichment Programs Summer/Bridge School/Programs After-School Programs			500	500	500	500	500	500	500	500	500	500			5,000 - -
Community Service Programs English Language Learner Programs Music Programs Tutoring Programs Uniforms Other:			500	500	500	500	500	500	500	500	500	500			5,000 - - - - -
Supplemental Programs	-	-	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	-	-	10,000
Library Librarian Salary & Benefits Books & Other Reading Materials Furniture			50	50	50	50	50	50	50	50	50	50			- - - 500
Computers/Software Audiovisual Equipment Other:	5,000		25	25	25	25	25	25	25	25	25	25			5,000 250 -
Library	5,000	-	75	75	75	75	75	75	75	75	75	75	-	-	5,750
Student Support Program & Services Nurse Salary & Benefits Health Supplies & Equipment Guidance Counselor Salary & Benefits School Psychologist Expense Volunteer Expense		1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000			10,000 1,000 -
Other: Testing/Appraisal & Support Svo Other: Contract Service Guidance/Asse Other: Supplies, etc.			200 200 200			2,000 2,000 2,000									
Student Support	-	1,000	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	-	-	- 17,000 -
Facilities Rent/Lease/Mortgage Maintenance Salaries & Benefits			13,750	13,750	13,750	13,750	13,750	13,750	13,750	13,750	13,750	13,750	13,750	13,750	165,000 -
Maintenance & Repair Expenses Utilities Telephone Internet Services	167 83	167 83	417 833 167 83	417 833	417 833	5,000 10,000 2,004 1,000									
Fire & Security Custodial Services Custodial Supplies Waste Disposal Other: Parking			1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000 - - -
Facilities	250	250	16,917	16,917	16,917	16,917	16,917	16,917	16,917	16,917	16,917	16,917	16,667	16,667	203,004

BAXTER ACADEMY OF TECHNOLOGY AND SCIENCE State Charter School Commission Budget first year monthly-backup

	July	August	September	October	November	December	January	February	March	April	May	June	July	August	total
Transportation & Food Service		-					•	•					•	-	-
Busing Costs															-
Driver Salary & Benefits															-
Field Trip Expense															-
Food Service Salaries & Benefits															-
Food Service Supplies & Equipment															-
School Breakfast Expense															-
School Lunch Expense															-
School Snacks Expense															-
Other: Food Services			2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000			20,000
Other: Student Transportation			-	15,750	15,750	15,750	15,750	15,750	15,750	15,750	15,750	15,750	15750		157,500
															-
Transportation & Food Service	-	-	2,000	17,750	17,750	17,750	17,750	17,750	17,750	17,750	17,750	17,750	15,750	-	177,500 -
Administration & Support															-
Administrators' Salaries & Benefits		11,875	11,875	11,875	11,875	11,875	11,875	11,875	11,875	11,875	11,875	11,875	11,875		142,500
Staff Salaries & Benefits		8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500	8,500		102,000
Office Supplies		5,500													5,500
Photocopy Expense		167	167	167	167	167	167	167	167	167	167	167	167		2,004
CFO/HR out source	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000			60,000
Office Equipment		500													500
Postage & Shipping			42	42	42	42	42	42	42	42	42	42	42	42	500
Bookkeeping & Audit													15,000		15,000
Payroll Services		166	166	166	166	166	166	166	166	166	166	166	166		1,992
IT out source	417	417	417	417	417	417	417	417	417	417	417	417			5,000
Interest Expense		750	750	750	750	750	750	750	750						6,000
Legal Services	19,200														19,200
Liability & Property Insurance	833	833	833	833	833	833	833	833	833	833	833	833			9,996
Directors' & Officers Insurance	275			275			275			275					1,100
Marketing	2,500	2,500													5,000
Grant Writing															-
Board Expense		500													500
Staff Recruitment Expense															-
Other: Workers Compensation Insurance		433	433	433	433	433	433	433	433	433	433	433	433		5,200
Other: Professional Development		550	550	550	550	550	550	550	550	550					4,950
Unbudget expense			-	-	-	-	-	-	-	-	-	-	-		
Other: Travel			200	200	200	200	200	200	200	200	200	200			2,000
Administration & Support	28,225	37,691	28,933	29,208	28,933	28,933	29,208	28,933	28,933	28,458	27,633	27,633	36,183	42	388,942
TOTAL EXPENSES	33,475	123,941	116,525	132,550	132,275	132,275	132,550	132,275	132,275	131,800	130,975	130,975	128,100	16,708	1,606,696
SURPLUS or (DEFICIT) monthly	32,358	83,092	(109,492)	238,034	(124,131)	238,309	(124,406)	(124,131)	238,309	(59,856)	(122,831)	239,609	(128,100)	(16,708)	260,059
Cumulative Net Income	32,358	115,450	5,958	243,992	119,862	358,171	233,765	109,635	347,944	288,088	165,258	404,867	276,767	260,059	

Payroll worksheet

,	<u>salaries</u>		<u>benefits</u>	<u>year one</u>	year two	year three
1 Art teacher	45,000	20%	9,000	54,000	55620	57288.6
2 english and languages teacher	45,000	20%	9,000	54,000	55620	57288.6
3 science teacher	45,000	20%	9,000	54,000	55620	57288.6
4 social studies teacher	45,000	20%	9,000	54,000	55620	57288.6
5 engineering & robotics teacher	45,000	20%	9,000	54,000	55620	57288.6
6 math teacher	45,000	20%	9,000	54,000	55620	57288.6
7 science teacher	45,000	20%	9,000	54,000	55620	57288.6
8 language arts teacher	45,000	20%	9,000	54,000	55620	57288.6
9 educational tech.	45,000	20%	9,000	54,000	55620	57288.6
10 english and languages teacher	45,000	20%	9,000	54,000	55620	57288.6
11 math teacher	45,000	20%	9,000	54,000	55620	57288.6
12 social studies teacher	45,000	20%	9,000	54,000	55620	57288.6
13 Humanities teacher	45,000	20%	9,000		54,000	55620
14 Art teacher	45,000	20%	9,000		54,000	55620
15 english and languages teacher	45,000	20%	9,000		54,000	55620
16 math teacher	45,000	20%	9,000		54,000	55620
17 engineering & robotics teacher	45,000	20%	9,000		54,000	55620
18 educational tech.	45,000	20%	9,000		54,000	55620
19 science teacher	45,000	20%	9,000		54,000	55620
20 foreign language	45,000	20%	9,000		54,000	55620
21 foreign language	45,000	20%	9,000		54,000	55620
22 science teacher	45,000	20%	9,000			54,000
23 special education teacher	45,000	20%	9,000			54,000
24 educational tech.	45,000	20%	9,000			54,000
25 educational tech.	45,000	20%	9,000			54,000
			- -	648,000	1,153,440	1,404,043
director of special services/SE teacher	55000	20%	11,000	66,000	67980	67981.03
SES aide	25000	20%	5,000	30,000	30900	31827
head of school	75000	10%	7500_	82500	90750	99825
administrative staff	25000	20%	5000	30000	33000	36300
administrative staff	25000	20%	5000	30000	33000	30000
administrative staff	25000	20%	5000	30000	33000	36300
community outreach	35000	20%	7000	42000	46200	50820
Sommarity outloadin	00000	2070	,000_	102000	112200	153420
Executive Director - 1/2 FTE	60000		-	60000	60000	60000





Statement regarding Line of Credit, Bridge Loan, and Back-up Plan

On February 27, 2013, Bangor Savings Bank approved a \$500,000 line of credit, subject to guaranty by the Finance Authority of Maine (FAME). A commitment letter from the Bank was provided to the Commission on March 22.

Since approximately March 8, we have kept the Bank apprised of developments related to the school's expected opening. Three members of the Board met with Bank representatives on March 13, and we have provided additional information since then. We understand that the Bank has not yet submitted the application to FAME. However, we expect that the Bank will soon submit that application and will stand behind its commitment as reflected in the approval letter.

On March 29, the school and its former Executive Director entered into a binding agreement in settlement of all disputes between the parties. The terms of the settlement will not have a material adverse effect on our ability to open or operate the school. We believe that this, along with a positive decision by the Commission on April 8 to move forward with Charter Agreement negotiations, will encourage FAME and the Bank to issue the guaranty and line of credit, respectively.

Other Commercial Line-of-Credit Options

We have recently submitted an application for a line of credit to two other local banks. Those applications are pending. In addition, we have indicated to Bangor Savings Bank that, given the back-up plan described below, the school could function comfortably with a line of credit having a cap of \$350,000 instead of \$500,000.

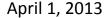
(continued)

Bridge Loan and Back-up Plan

As we described during the Commission meeting on March 25, one of the school's donors, Daniel Amory, has agreed to lend the school \$200,000 as a bridge loan to cover expenses until a commercial line of credit can be obtained, or as a back-up plan in the unlikely event that we cannot obtain a commercial line of credit of at least \$300,000.

The loan would bear interest at a below-market rate and would be secured by a mortgage on Tennessee real estate the school received from another donor in late December. (Information about that real estate is provided in the next section.) The loan may be prepaid at any time, must be repaid from net proceeds from the sale of the land (or, if sooner, by May 1, 2016), and is subject to the following additional conditions:

- 1. Title to the Property shall be good and marketable, with no prior liens and encumbrances other than a "call" option at a strike price not less than \$144,000.
- 2. Final issuance of the Academy's charter, with any conditions to such issuance, other than Standard Conditions, being subject to the lender's reasonable review and approval. "Standard Conditions" means conditions to opening and operating the school similar to those required of other public charter schools authorized by the Commission, including having a minimum enrollment as of the opening date, compliance with building and safety codes, agreed curriculum, etc.
- 3. Appraisal indicating that the property's value is at least \$200,000 based on an assumption that there is no option or, if there is, it will not be exercised.
- 4. Full funding of the Amorys' \$50,000 pledge, as described under the question regarding Donations and Pledges.
- 5. No material adverse change (e.g., legislation reducing charter school funding).





Information About the Tennessee Real Estate

On December 27, 2012, a 30-acre parcel of real estate located in Tennessee was donated to Baxter Academy. A copy of the deed is attached, along with a tax map and satellite photo. The property appears to be the site of three holes of an unprofitable public golf course. The property is leased to the operator of the golf course, and the school is receiving \$873.20 per month in rent.

We are still gathering information about the property, but its value appears to be somewhere between \$147,000 and \$735,000. The donor indicated by email that this parcel and others nearby are subject to an option to purchase the property held by the current lessor. According to the donor, the amount of the strike price (i.e., the purchase price specified in the option) allocable to this parcel is \$147,000 and the option expires on October 31, 2014.

The property tax assessor's current valuation is \$383,400, and the assessor's database seems to indicate that the donor purchased the property on November 1, 2011 for \$413,333. However, this may have been merely an estimated value used for transfer tax purposes, because an IRS form the donor provided indicates that the land was acquired by "exchange" (for property having a tax basis of \$235,000). The IRS form, attached, is signed by a qualified appraiser and indicates that the fair market value of the property is \$735,000.

We are working to obtain information about the option and the lease. We might also have the property appraised – either now to facilitate using it as collateral for a loan, or later to determine a market price if the option is not exercised. In the meantime, we assume the property has significant value – \$147,000 if the operator is able to make the golf course profitable and exercises the option, and as much as \$735,000 for more profitable uses if the option is not exercised.

This Instrument Prepared by

P.O. Box 23223

Knoxville, TN 37933

QUITCLAIM DEED (CORPORATION)

THIS INDENTURE, made this 27th day of December, 2012, between MILLENNIUM CAPITAL, LLC, a corporation organized and existing under the laws of the State of Tennessee with its principle place of business in Knox County, Tennessee, First Party, and BAXTER ACADEMIES OF MAINE, a tax exempt public charity under section 501(c)(3) of the Internal Revenue Code, organized and existing under the laws of the State of Maine, with its principle place of business in Cumberland County, Maine, Second Parties,

WITNESSETH: that said First Party, for and in consideration of the sum of Ten Dollars (\$10.00) to it in hand paid by said Second Parties, the receipt of which is hereby acknowledged, and

Has bargained, sold, remised, released, and Quitclaimed and does hereby bargain, sell, remise, release, and Quitclaim unto the said Second Parties the following described premises, to wit: Situated in District No. Nineteen (19) of Blount County, Tennessee,

See Exhibit A attached hereto for description.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, as the case may demand.

IN WITNESS WHEREOF the said First Party has caused this instrument to be executed and its name to be signed hereto by its sole member the day and year first above written.

Phyllis Lee Crisp, Register Blount County Tennessee

Rec #: 435443

Rec'd: 15.00 Instrument #: 683890

State: 2719.50

Clerk: 1.00 Recorded

Other: 2.00 12/27/2012 at 3:35 PM

Total: 2737.50 in

Record Book 2344 Pgs 684-686

ames R. Burger, sole member

MILLENNIUM CAPITAL, LLC

68-42.27

STATE OF TENNESSEE) LOUDON COUNTY) ss

Before me, the undersigned authority, a Notary Public in and for said County and State aforesaid, personally appeared
My commission expires <u>December 11, 2013</u> Mark. Manual Man
Notary Public STATE
THE NAME AND ADDRESS OF PROPERTY OWNER:
OWNER BAXTER ACADEMIES OF MAINE * NOTARY
ADDRESS 54 YORK STREET
PORTLAND, ME 04101
PERSON OR ENTITY RESPONSIBLE FOR PAYMENT OF TAXES:
BAXTER ACADEMIES OF MAINE ADDRESS 64 YORK STREET
ADDRESS 54 YORK STREEET
PORTLAND, ME 04101
SOURCE: Quitclaim deed dated November 1, 2011, Recorded in Record Book 2305, Pages
2518-2523 in the Register's Office for Blount County, Tennessee.
I hereby swear or affirm that the actual consideration or true value of this transfer,
whichever is greater, is \$735,000.00.
in your little
Affiant
Subscribed and sworn to before me this 2.11 day of becember, 2012.
STATE OF TENNESSEE My Commission expires
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STATE NOTARY PUBLIC OF Mu commission croires
TENNESSEE A My commission expires
MOTADY # 1 - los 1 - als
CON DIRECTOR OF STATE
TO FOR LOUISING

LEGAL DESCRIPTION GOLF LINK 4W, 5W & 6W

SITUATED in District 19 of Blount County, TN, being a portion of that tract of land as described in WDB 529, PG 366, being more particularly described as follows:

BEGINNING on a point, corner to Royal Oaks, Phase 1, and being the common rear corner to lots 148 and 301 Royal Oaks Phase 1, said point being N 19-38-58 W, 4745.52 feet from an iron rod in the northern right-of-way line of Highway 411 South and being the common corner between Royal Oaks and Self; thence from said POINT OF BEGINNING the following thirty-nine (39) calls: 1) N 72-39-15 W, 90.45 feet to a point; 2) S 88-17-20 W, 120.91 feet to a point; 3) S 87-12-36 W, 880.48 feet to a point; 4) S 15-48-39 E, 323.81 feet to a point; 5) S 22-25-25 E, 579.68 feet to a point; 6) along a curve to the right with a radius of 150.00 feet, an arc distance of 64.85 feet (having a chord of S 10-03-47 E, 64.35 feet) to a point; 7) N 02-19-03 E, 772.36 feet to a point; 8) N 85-01-04 E, 62.61 feet to a point; 9) along a curve to the right with a radius of 150.00 feet, an arc distance of 137.87 feet (having a chord of N 21-21-03 E, 133.07 feet) to a point; 10) along a curve to the left with a radius of 40.00 feet, an arc distance of 87.14 feet (having a chord of N 61-18-01 E, 70.90 feet) to a point; 11) along a curve to the right, with a radius of 150.00 feet, an arc distance of 228.10 feet (having a chord of S 61-26-00 E, 206.75 feet) to a point, 12) S 17-50-15 E. 70.33 feet to a point; 13) S 07-11-47 E, 37.91 feet) to a point; 14) S 13-12-45 E, 381.90 feet to a point; 15) along a curve to the left with a radius of 150.00 feet, an arc distance of 78.32 feet (having a chord of S 37-48-04 E, 77.44 feet) to a point; 16) S 00-22-00 W, 69.95 feet to a point; 17) S 08-10-35 E 68.69 feet to a point; 18) N 81-41-02 E, 10.00 feet to a point; 19) 08-10-40 E, 599.85 feet to a point; 20) along a curve to the right with a radius of 75.00 feet, an arc distance of 94.72 feet (having a chord of S 27-51-54 W, 88.55 feet) to a point; 21) S 61-42-20 W, 86.76 feet to a point in the line of Fuller; thence with Fuller; 22) N 17-51-57 W, 1347.20 feet to a point; 23) S 80-14-50 W, 172.00 feet to a point; 24) N 10-42-33 W, 282.65 feet to a point; 25) N 19-14-45 W, 739.01 feet to a point; 26) N 15-42-40 W, 491.37 feet to a point; 27) N 16-19-11 W, 379.88 feet 28) N 76-35-45 E, 653.86 feet to a point; thence with the common line between Phase 1 and Phase 3; 29) N 76-42-56 E, 1057.79 feet to a point corner to Royal Oaks Phase 1; thence with Phase 1; 30) S 35-17-18 E, 175.46 feet to a point; 31) S 78-36-07 E, 49.95 feet to a point; 32), S 39-33-37 E, 128.18 feet to a point; 33) S 06-23-59 W, 32.55 feet to a point; 34) S 40-41-17 W, 71.49 feet to a point; 35) S 68-04-06 W, 72.95 feet to a point; 36) S 78-46-25 W, 91.33 feet to a point; 37) S 01-42-55 E, 15.00 feet to a point; 38) S 88-19-37 W, 185.03 feet to a point; 39) S 70-40-28 W, 97.39 feet to the POINT OF BEGINNING, containing 29.473 acres, more or less.

According to the survey of Shelton Land Surveying, 2309 Fitzgerald Rd., Knoxville, TN 37931, dated May 13, 2002.

Blount County - Parcel: 068 042.27



Date Created: 3/24/2013

To see all the details that are visible on the screen, use the "Print" link next to the map.







County Number: 005 County Name: BLOUNT Tax Year: 2013

Property Owner and Mailing Address

Jan 1 Owner:

BAXTER ACADEMIES OF MAINE 54 YORK ST PORTLAND, ME 04101

Property Location

Address: SPYGLASS DR

Map: 068 Grp: Ctrl Map: 068 Parcel: 042.27 Pl: S/I: 000

Value Information

Reappraisal Year: 2010

Land Mkt Value: \$284,700
Improvement Value: \$98,700
Total Market Appraisal: \$383,400
Assessment %: 25
Assessment: \$95,850

General Information

Class: 10 - FARM

 City #:
 464
 City:
 MARYVILLE

 SSD1:
 000
 SSD2:
 000

District: 19 Mkt Area: E01

Bldgs: 0 # Mobile Homes: 0

Utilities - 01 - PUBLIC / PUBLIC / PUBLIC / PUBLIC / PUBLIC

01 -

Utilities - PUBLIC / Utilities -

Elec: PUBLIC Gas:

Utilities - Zoning:

Subdivision Data

Subdivision:

Plat Bk: Plat Pg: Block: Lot:

Additional Description

GOLF LINK 4W 5W 6W

Extra Features

Bldg/Card# Type Description Units

1 GOLF COURSE GREENS 3

Sale Information

Sale Date Price Book Page Vac/Imp Instrument Qualification

12/27/2012 2344 684 QC

11/01/2011 \$413,333 2305 2518 VACANT QC P

Land Information

Deed 29.47 Calc Total Land 29.47 Acres: Units:

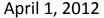
Land Type: 20 - ACREAGE Soil Class: Units: 29.47

View GIS Map for this Parcel

New Search Glossarv of Terms How to Search Fact Sheet

Real Estate Assessment Data
Home Page
Division of
Property Assessments
Home Page
Comptroller of the Treasury
Home Page
Home Page
Home Page

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Statement on Donations and Pledges Received and In Process

Foundation Commitments

As reflected in the financial documents provided on March 22, a private foundation, Jebediah Foundation, committed on March 7, in an enforceable agreement, to make grants to the school totaling \$200,000. As we explained during the meeting on March 25, the Foundation amended its funding commitment on March 24, 2013 and increased its grant by \$50,000 to a total of \$250,000, on the terms set forth below. This increased amount is reflected in the revised financial projections provided today.

Drawdowns on the amended Jebediah Foundation funding commitment are contingent on the following:

- 1. execution and continuing validity of a charter agreement containing only conditions similar to those required of other public charter schools authorized by the Commission,
- 2. presentation of acceptable management plan and budget for the preopening period and first school year, presentation of an acceptable development plan,
- 3. no material adverse change (e.g., legislation reducing charter school funding),
- 4. as to \$100,000, receipt of matching donations totaling \$100,000,
- 5. full disbursement of the \$50,000 grant from Daniel and Joan Amory described below, and
- 6. as to \$50,000, either the school's securing of a commercial line of credit or disbursement of the \$200,000 loan from Daniel Amory described under the question regarding the Line of Credit.

Each of these conditions is either a prerequisite to the school's opening – e.g.,

items 1 (charter contract), 3 (no adverse change), and 6 (debt financing or line of credit for some start-up costs) – or a task the board believes the school must accomplish in any event (items 2, 4 and 5). The board does not foresee having difficulty in satisfying those conditions that are within its control.

Jebediah Foundation is a family foundation related to donor Daniel Amory (see below).

Donations and Pledges from Individuals

<u>Donations Received</u>. In the past month, the school has received almost \$30,000 in donations from about 20 individual donors. The largest of these gifts were from Daniel and Joan Amory, who recently donated \$26,000 of a \$50,000 pledge. (This is in addition to their prior gifts, which were among the first significant gifts the school received.)

<u>Pledges from Individuals</u>. In addition to the \$250,000 Jebediah Foundation grant and the \$50,000 pledge from Daniel and Joan Amory described above, Baxter Academy has received pledges totaling \$5,098 from 215 donors – and many more that have not yet been reported to us.

Prospective student Chris McCammon has conceived and implemented a fundraising initiative he calls "1,000 Pledges in 10 Days". Through an email to fellow prospective students and videos on YouTube, Chris has asked each of the 160 admitted students to obtain 7 pledges, which will ripen when the school's charter contract is signed. Channel 13 News aired a story on this initiative and, we understand, is planning a follow-up story on the results.

The announcement that was sent to admitted students is attached, along with a print-out of the News 13 web page containing a video of the story, http://www.wgme.com/news/top-stories/stories/wgme_vid_16112.shtml. Chris's videos are available at http://baxter-academy.org/10-day-campaign and http://www.youtube.com/watch?v=Bqq8dcZ8aRk.

The students' deadline for inputting pledges online is not until April 4. Therefore, we believe that the \$5,098 worth of pledges from 215 donors is merely the tip of the iceberg.

From: Baxter Academy [mailto:baxteracademyinfo@gmail.com]

Sent: Tuesday, March 26, 2013 10:03 PM

To:

Subject: Baxter Students...10 Days to Get Involved!

TO: [Student name]

Baxter Students: Please watch this video for an important invitation from your Baxter schoolmate, Chris McCammon:

CLICK HERE TO WATCH THE VIDEO

Official Press Release:

Prospective Baxter Students Launch Online Funding Campaign

Chris McCammon, a 14 year old Baxter hopeful, is launching a student fundraising effort, "1,000 pledges in 10 days" to collect funds for Baxter Academy for Technology and Science. His first step was to pledge \$100 of his own money, payable when the school's charter agreement is signed for a fall, 2013 opening. Wishing to maximize the impact of his donation, he is challenging the rest of his potential Baxter schoolmates to join him in showing their support for the school. Students will have until Thursday, April 4 at 3:30 PM to submit their pledges and are then invited to celebrate their results on a Live Stream Meet Up Party that McCammon and fellow students Abby Stokes, Nica Todd and others will be hosting online during April vacation.

"It is the number of pledges that matters, not the number of dollars," McCammon says. Pledges as low as \$1 will be accepted "and as much as a zillion dollars," he jokes on the video. For this effort to reach 1,000 pledges in 10 days, each student will need to solicit pledges from at least seven people. "Seven pledges aren't as hard as you might think," says Chris's mom. "Two parents, some grandparents, aunts, uncles, coaches, neighbors, parents' coworkers, the students themselves, and you have it." Chris's mom also serves as one of the coordinators of Baxter Academy's parent

volunteers. "I loved this idea when I heard it because it builds a sense of community that involves students and families. This is what we want, for Baxter to become one of the most community-supported public schools in Maine, and by this I don't mean monetarily, but in terms of time, ideas, and talent coming in to support the students. Building that expectation from the start with Baxter families will ensure it becomes the culture of the school."

When asked her reaction to her son's initiative, Mrs. McCammon said, "What better way than to begin with students taking charge of the future they want?" Chris is hoping to be entering in the fall as a sophomore, so opening the school in 2013 will be his one and only chance at a Baxter education. "He wants this really bad," she said. "He knows what is at stake. This is him coming up with a solution to help move the process in the right direction. He hopes the Charter Commission will look favorably on this and will give their approval to open the school this fall."

Chris, who has a popular YouTube channel, has produced a <u>video</u> which he is posting on the school's <u>Facebook page</u> and on <u>YouTube</u>. Students can follow a link in the description below the video to get a <u>printable form</u> on which to record pledges. A second link under the video description leads students and donors to an <u>online data entry portal</u> on which to submit pledge information. No money will be collected now. Donations will only be collected later, when and if the charter is signed approving opening this fall. Parents will be asked to sign off on the pledge form, giving permission for their students to engage in asking for tax-deductible pledges. The deadline for submitting online pledge forms is Thursday, April 4 at 3:30 PM.

Baxter Academy has given its approval for this independent fundraiser. The board is helping by forwarding Chris's invitation to all the students who have been accepted for the 2013 school year. Says B.A. Board Chair, Kelli Pryor, "This is the purest expression of why Baxter matters and how much it matters." B.A. Vice-Chair Allison Crean Davis commented, "So innovative and inspiring."

Thank you for making a difference! Questions? Contact Chris McCammon, Baxter Academy Class of 2016 at: 207-883-6170 or chrismccammon123@gmail.com



Wednesday, March 27 2013, 07:52 PM EDT

Teen Creates YouTube Video To Support Baxter Academy

SCARBOROUGH (WGME) -- 1000 pledges in 10 days, that's the goal for one Baxter Academy hopeful. The Scarborough teen has started a movement online to garner support for the school.

Watch Chris McCammon's video here.

14-year-old Chris McCammon shows us the YouTube video he made Tuesday night. McCammon is a freshman at Scarborough High School and has been accepted as one of the 160 Baxter Academy students if the school gets the approval to open in the fall.

McCammon hopes getting pledges from other students and his community will show the charter school commission just how much Baxter Academy is needed in the greater Portland area.

McCammon shot and edited a video and created the music for it. He's got his own YouTube page with more than 150 videos and get this nearly ten million views.

He says the special technology programs at Baxter Academy would help him reach his goals of becoming some type of audio engineer.

The charter commission is expected to make a decision on Baxter Academy April eighth.



April 1, 2013

Statement regarding Insurance Coverage of Legal Defense

On March 29, the school and its former Executive Director entered into a binding agreement in settlement of all disputes between the parties. The terms of the settlement will not have a material adverse effect on our ability to open or operate the school.

This agreement will soon be reiterated in a more formal agreement. Given this settlement, the school does not expect to incur significant additional legal expenses related to these matters.



ADVISORY BOARD STATEMENT Baxter Academy for Technology and Science Board of Directors

April 1, 2013

It is the intention of the Board of Directors to go forward with every Advisory Board member who is willing to share the vital work of making Baxter Academy all that it can and must be. Many members of the Advisory Board, crafted by our former Executive Director, had a point-of-contact only with him, not with the Board of Directors, and so there had been no direct working relationship, nor an ongoing dialogue developed with them. That said, the Board of Directors recognizes that the Advisors have brought important resources to bear, and we would never wish to diminish their importance nor neglect their contributions going forward. We have never asked any Advisor to step down and many members of our Advisory Board have never stopped contributing, even during this time of transition for the school.

Going forward, the Board of Directors, Advisory Board, and school administrators will meet biannually for the purposes of strategic planning, continuous improvement, and continued relationship-building. This will not preclude intermediate outreach to or feedback from the Advisory Board in relation to specific needs, but will ensure we are formally and deliberately maintaining effective communication around the needs and accomplishments of the school as well as cultivating the links between our various resources.

As the school moves into its operational phase, we expect to expand the Advisory Board in key areas—with experts in special education, community partnerships, and instructional technology and resources.



Advisory Board and Board of Director Liaisons Baxter Academy for Technology and Science

Name	Affiliation	Strategic Resource alignment	Board liaison
Jonathan Amory	Engineering Teacher, Freeport High	Teaching and Learning:	Allison Crean Davis
	School	Curriculum development, Robotics/Engineering program	
		consultant	
Darrell Davis, MBA,	Field Service Representative,	<u>Infrastructure</u> :	Peter Morrison
Finance	FM Facilities Maintenance	Renovations and Facilities Maintenance	
	Former Risk Management Officer, Bank	Finance & Development	Peter Montano
	Boston	Operations	
Ruth Dean	Leader,	<u>Human Capital</u> :	Kelli Pryor
	Friends of Baxter Academy parents' group	Parent involvement; student outreach	Len Cole
Chelsea H. B.	Editor + Coordinator,	<u>Human Capital</u> :	Kelli Pryor
DeLorme, M.Ed.	Creative Portland; private consultant	Community outreach and communications	
Andy Graham,	Chief Innovation Officer, DesignTex	<u>Instructional Resources</u> :	TBD
MPPM		Innovation & Design	
Kelli Keliehor	Homeschooling parent	<u>Human Capital</u> :	Kelli Pryor
		Family liaison; homeschooling outreach; communications	
Mark Lapping, PhD	Distinguished Professor, Edmund S.	Teaching and Learning:	Allison Crean Davis
	Muskie School of Public Service; author	Program development	
Laurie McCammon	Co-Founder and Co-Author, We Are	Human Capital:	Kelli Pryor
	Enough	Volunteer coordination	
Robin Monahan	Parent	Instructional Resources:	TBD
		Art community outreach	
Peter Moxhay	Math teacher, Portland High School	Teaching and Learning:	Allison Crean Davis
		Curriculum development	
Rachel Rodrigues	Homeschooling parent	Human Capital:	Kelli Pryor
		Family liaison; communications	
Andrew Rosenstein,	Founder of TechPort	Instructional Resources:	TBA
MFA	Computer consultant	Instructional technology	
Steve Schiffman,	Professor Emeritus, Olin College	Teaching and Learning	Allison Crean Davis
PhD, MS		Academic program consultant	
Julie Wilson, M.Ed.	Founder + Executive Director, Institute for	Teaching and Learning	Allison Crean Davis
	the Future of Learning	Innovative learning consultant	



April 1, 2013

Statement regarding Amended Bylaws

The attached Bylaws were adopted on February 20 by unanimous vote of all eight directors then in office.

BYLAWS OF

BAXTER ACADEMIES OF MAINE

Adopted by the Board of Directors February 20, 2013

ARTICLE I GENERAL

- <u>Section 1.1. Name</u>. The name of this Corporation shall be as set forth in the Articles of Incorporation as the same may be amended from time to time.
- <u>Section 1.2. Registered Agent</u>. The Registered Agent of the Corporation shall be the person designated in the Articles of Incorporation, provided that the directors shall have the power to change the identity of the registered agent from time to time through an appropriate filing with the Maine Secretary of State.

ARTICLE II PURPOSES

- <u>Section 2.1. General Purposes</u>. The purposes of this Corporation shall be as set forth in the Articles of Incorporation as the same may be amended from time to time.
- <u>Section 2.2. Powers</u>. This Corporation shall have all such powers as are authorized under Maine law or as otherwise limited by the Board of Directors.
- Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons. All the assets and income of the Corporation shall be used exclusively for its 501(c)(3) purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of reasonable compensation to officers and employees of the Corporation.
- <u>Section 2.4. Dissolution</u>. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed as set forth in the Articles of Incorporation.
- Section 2.5. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, or successor provisions of federal tax law (the "Code") as an organization described in Section 501(c)(3) the Code, and to which contributions are deductible under Section 170(c)(2), 2055(a)(2), and 2522(a) of the Code which is other than a private foundation as defined in Section 509(a) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, provided that the

Corporation shall have the power to make an election under Section 501(h) of the Code. Likewise, the Corporation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an organization exempt from federal income taxation under Section 501(c)(3) of the Code and regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE III MEMBERSHIP

Section 3.1. No Members. The Corporation shall have no members with voting rights.

ARTICLE IV BOARD OF DIRECTORS

- <u>Section 4.1. Management by Board</u>. The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.
- Section 4.2. Number of Directors; Eligibility. The number of Directors shall be fixed by the Board of Directors within the range set forth in the Articles of Incorporation, provided that no diminution in number of Directors shall serve to reduce an incumbent Director's term. At no time shall more than 49% of the Directors on the Board be "financially interested persons" as that term is defined in 13-B M.R.S.A. § 713-A, or any successor provision thereof.
- Section 4.3. Election and Term of Office. The Directors shall be elected by the Board of Directors at its Annual Meeting. At the next Annual Meeting following the adoption of these bylaws, one third of the Directors will be elected for a one (1) year term, one third will be elected for a two (2) year term, and one third will be elected for a three (3) year term. Such terms will be assigned to the Directors by random drawing or such other means as determined by the Board. Thereafter, each Director shall be elected to serve for a three (3) year term of office unless he or she sooner resigns or is removed.
- <u>Section 4.4. Vacancies</u>. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy shall serve until expiration of the term that would have been served had the vacancy not occurred.
- <u>Section 4.5. Removal of Directors</u>. The Board of Directors may suspend or remove a Director at any time, with or without cause, by a two-thirds (2/3) affirmative vote of the Directors then in office.
 - Section 4.6. Resignation. Any Director may resign at any time by giving written notice

to the Chair or Secretary. Such resignation shall take effect on the date of the receipt or at any later time specified in such notice.

<u>Section 4.7. Compensation</u>. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, the expense of attendance, if any, may be allowed for attendance at any meeting of the Board; but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

<u>Section 4.8. Loans to Directors Prohibited</u>. The Corporation shall make no loans to any Director.

ARTICLE V MEETING

<u>Section 5.1. Annual Meeting</u>. The Board of Directors shall meet annually (the "Annual Meeting") for the purpose of electing the Directors and Officers then standing for election or reelection as the case may be, and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be held prior to July 1 at such time and place as shall be designated by the Board of Directors.

<u>Section 5.2. Regular Meetings</u>. Regular meetings of the Board of Directors may be held at such time and at such place as may from time to time be determined by the Board of Directors.

<u>Section 5.3. Special Meetings of Directors</u>. Special Meetings of the Board of Directors may be called by the Chair on his or her own motion or upon written request of a majority of the Directors, and held not less than three (3) nor more than twenty-eight (28) days after such notice is given to each Director, either personally, by mail, by electronic mail or by telephone.

Section 5.4. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery, electronic mail, U.S. mail, reputable commercial mail carrier, or telephone, at the address, email address, or phone number last supplied to the Corporation by such Director, with postage or other delivery fees prepaid. Notice by regular mail shall be deemed to be given at the time it is deposited in the United States Mail.

Section 5.5. Waiver. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.6. Directors' Participation by Telephone. The Directors or any committee of the Board of Directors may hold a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the Director or committee member at such meeting. Notice of such meeting shall give each Director or committee member the telephone number at which, or other manner in which, he or she may participate in the meeting.

<u>Section 5.7. Quorum; Adjournment.</u> A majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum shall cease to be present at any duly called and noticed meeting of Directors at which a quorum was once present, the Directors present thereafter may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At the resumed meeting, the Board may transact any business that might have been transacted at the meeting at which the adjournment was taken.

Section 5.8. Conduct of Meeting; Record of Meetings. The Chair or, in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The Secretary or, if he or she does not participate in the meeting, one of the Directors designated by the Board participating in the meeting shall keep a record of the meeting.

Section 5.9. Manner of Acting. Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present at any duly called and noticed meeting at which a quorum is present. Each Director shall have one (1) vote.

<u>Section.5.10.</u> Board Action by <u>Unanimous Consent</u>. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if each Director consents to such action described in writing setting forth the action so taken, signed by all of the Directors, and filed with the minutes of the meetings of the Board of Directors.

Section 5.11. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within twenty-one (21) days of such specific action.

ARTICLE VI OFFICERS AND AGENTS

<u>Section 6.1. Officers</u>. The Officers of the Corporation's Board of Directors shall be a Chair, a Treasurer, a Secretary, and such other officers as the Board of Directors may from time to time designate. The Chair, Treasurer, and Secretary shall be elected by the Board of Directors at each Annual Meeting, after the election of Directors.

<u>Section 6.2. Other Officers and Agents</u>. The Board of Directors may appoint additional officers and agents, as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

<u>Section 6.3. Compensation</u>. The compensation, if any, of all additional officers and agents of the Corporation shall be fixed by the Board of Directors.

<u>Section 6.4. Loans to Officers Prohibited</u>. The Corporation shall make no loans to any Officer.

Section 6.5. Term and Removal of Officers. Each Officer shall hold office for a term of one (1) year or until his or her successor has been duly nominated and elected, but this provision shall not be construed as prohibiting an individual from holding an office for two or more consecutive terms. The term of each Officer shall commence upon election. Any Officer may be removed with or without cause at any time by an affirmative vote of a majority of the Directors at a duly called and noticed meeting at which a quorum is present. Any vacancy occurring in any office of the Corporation shall be filled by vote of the Directors.

Section 6.6. Chair. The Chair shall, when present, chair all meetings of the Board of Directors. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the officers and employees are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Corporation's business as the Directors may determine. The Chair shall perform all duties incident to the office of the Chair. The Chair shall serve as President of the Corporation.

Section 6.7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation; and deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chair and the Board of Directors at its regular meetings or when the Directors shall require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall provide a bond in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her.

Section 6.8. Secretary. The Secretary shall keep written records of all meetings of the Corporation and the Board of Directors. The Secretary shall be responsible for keeping all additional documentation necessary for the administration and management of the Corporation and shall be responsible for providing required notice of meetings to the Directors. The Secretary shall provide all written records of the Corporation to his/her successor.

ARTICLE VII COMMITTEES

<u>Section 7.1. Committees</u>. The Board of Directors may establish an Executive Committee and other committees and may delegate, to the extent permitted by law, to such committee or committees all the authority of the Board of Directors, or any such portion of authority, as it deems appropriate to assist in the management of the Corporation.

Section 7.2. Composition. The Board of Directors shall appoint the members of each committee. Each committee shall have at least three (3) members and shall consist of at least one (1) Director, and the Chair shall appoint a Director on each committee to serve as the Chairperson of such committee. The Executive Committee shall be comprised of Directors only. Other committees may include non-Directors.

ARTICLE VIII FINANCES

<u>Section 8.1. Checks</u>. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer and such other officers or persons as the Board of Directors may from time to time designate. Notwithstanding the foregoing, authorized signatories other than the Treasurer shall be authorized to sign checks of the Corporation only for amounts not exceeding \$10,000.

<u>Section 8.2. Financial Commitments</u>. No person shall financially commit the Corporation without the express authorization of the Board of Directors.

<u>Section 8.3. Fiscal Year</u>. The fiscal year of the Corporation shall end on the last day of June unless otherwise fixed by resolution of the Board of Directors.

ARTICLE IX LIABILITY: INDEMNIFICATION

Section 9.1. Indemnification. The Corporation shall in all cases, to the fullest extent permitted by the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. (the "Act"), indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or proceeding brought by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that that person is or was a Director or Officer of the Corporation, against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement.

<u>Section 9.2. Payment of Expenses in Advance</u>. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding referred to in Section 9.1 may be paid by the Corporation in advance of the final disposition if such action, suit or proceeding as permitted by, and under the terms required by, applicable law.

Section 9.3. Other Rights. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, agreement, vote of disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 9.4. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a member, Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; this insurance to be against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of these Bylaws.

ARTICLE X CONFLICTS OF INTEREST

Section 10.1. General. As set forth in this Sections 10.2 through 10.4, a transaction may be approved by the Board of Directors (or a committee thereof) notwithstanding a conflict of interest if the transaction is fair at the time it is entered into, and if the material facts of the transaction and the director's or officer's interest are disclosed or known to the Directors (or members of a committee thereof) when they approve the transaction. The provisions of the Article X apply in addition to the Corporation's Conflict of Interest Policy.

Section 10.2. "Conflict-of-Interest Transaction" Defined. A conflict-of-interest transaction is a transaction in which a Director or Officer of a corporation has a direct or indirect financial interest. For the purposes of this section, a director or officer has an indirect interest in a transaction if:

- (a) Another entity in which the Director or Officer has a material interest or in which the Director or Officer is a general partner is a party to the transaction; or
- (b) Another entity of which the Director or Officer is a director, officer or trustee is a party to the transaction.

<u>Section 10.3. Procedure for Approval</u>. A transaction in which a Director or Officer of the Corporation has a conflict of interest may be approved before or after consummation of the transaction by the Board of Directors, or a committee of the Directors, only if the transaction is fair and equitable to the Corporation. The Board or committee may authorize, approve or ratify a

transaction under this section if the material facts of the transaction and the Director's or Officer's interest are disclosed or known to the Board or committee of the Board. A Conflict-of-Interest transaction is approved if it receives the affirmative vote of a majority of those Directors who do not have a conflict of interest with respect to the transaction (hereafter the "Disinterested Directors"), but such a transaction shall not be approved by a single Director. If a majority of the Disinterested Directors of the Corporation then in office vote to approve the transaction, then a quorum shall be deemed to be present.

<u>Section 10.4. Disclosure; Manner of Acting</u>. The Directors shall guide their conduct with respect to conflict of interest transactions through implementation of the following procedural safeguards:

- (a) Prior to taking his or her position on the Board of Directors and annually thereafter, each Director shall submit in writing to the Chair a list of all businesses and other organizations of which the Director is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with at least 5% interest in all outstanding voting shares, employee or agent with which the Corporation has, or might be expected to have, a relationship or a transaction in which the Director might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The Chair shall become familiar with the statements of all Directors in order to guide his or her conduct should a conflict arise. The Treasurer of the Corporation shall be familiar with the statement filed by the Chair.
- (b) At such time as any matter comes before the Board of Directors in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by the Director's written statement or not, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Director shall not vote thereon. In the event that such Director fails to withdraw voluntarily, the Chair is empowered to and shall require that the affected Director remove himself or herself from the room during both the discussion and vote on the matter. In the event the conflict of interest affects the Chair, the Treasurer is empowered to and shall require that the Chair remove himself or herself in the same manner, and for the duration of discussion and action on the matter, the Treasurer shall preside.
- (c) If the matter is the item of business for which a special meeting of the Board of Directors was called, the affected Director shall not be counted to establish a quorum, nor shall he or she participate in the deliberations or vote thereon.

ARTICLE XI AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted by a two-thirds (2/3) vote of the Directors then in office.



Update on Transportation and Food services as of April 1, 2013

We have contacted four local bus companies to determine the cost and feasibility of transporting students to and from Baxter Academy.

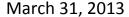
As of April 1, each firm had presented quotes for their services¹. The quotes consist of three daily routes to the school, including:

Route	Custom			Luce
	Coach	Ledgemere	VIP Bus	Transportation
Northern Route	\$68,400	\$52,500	\$68,250	\$49,250
(Brunswick/Topsham-Portland)				
Western Route	\$63,000	\$52,500	\$68,250	\$49,250
(Windham-Portland)				
Southern Route	\$64,000	\$52,500	\$68,250	\$49,250
(Kennebunk-Portland)				

We were scheduled to meet on March 27, 2013, with Corey Tracy of Regional Transportation Program (RTP) to learn more about bussing and a potential partnership with the two organizations. This meeting has now been rescheduled 3 times (at the request of RTP) but remains a priority for us to round out our transportation options.

Food Services. Local Sprouts has indicated that they no longer have the capacity to provide lunch economically for Baxter students. We have a new partnership being developed with a local business, Mr. Bagel. The owner is very interested in providing lunch services to Baxter Academy next year and would like to offer five different bagel box lunch sandwiches to the students with a side of fruit. Drinks, like seltzer or water would be available at a small extra cost. The owner has indicated that he has all the catering facilities to make lunches, package them and get them to the school by lunchtime. He would require us to provide advanced orders, like a check-box form, every morning. Eventually, he may introduce home-made soups in the winter, given he can continue to do so at \$4.00 per serving.

¹ Ledgemere's is a verbal quote and an educated estimate. A written quote is forthcoming and may have some modifications.





Update on Student Enrollment Numbers for 2013-2014

We expect to enroll 160 students in September.

The attached spreadsheets show the breakdown of active students who have been notified of their right to enroll, broken down by grade and SAU and, separately, by city/town. The notifications were sent by email and US Mail on the evening of March 30, along with instructions to sign and return a hard-copy Commitment to Enroll form. Therefore, there has not been time for students to return the commitment form.

Waitlist

As reported on March 22 and 25, students have been joining the waitlist at approximately the same rate that students have been withdrawing applications. To the extent that admitted students do not submit a commitment to enroll by Saturday, April 13 (the end of the 14-day window), or withdraw after submitting a commitment to enroll, we will notify students on the waitlist of their right to enroll. We intend to admit from the waitlist only 10th graders until a class balance of 80/80 is achieved.

Contact made with each Parent/Student and their response

In addition to the emails to families we reported to the Commission on March 22 (sent March 5, 7, and 10), we sent an email on March 26, attached. A "welcome packet" including notification of the student's right to enroll was mailed to 156 admitted students on March 30, and a modified version of the notification letter, was emailed to all 160 admitted students on the same date.¹ The email notification and welcome packet are attached.

As noted above, it is too soon to begin receiving signed commitments to enroll.

¹ We are still seeking mailing addresses from 3 admitted students but have their email addresses. Packets were delivered to 2 students by hand.

Baxter Academy for Technology and Science

Students Notified of Right to Enroll by SAU

As of March 31, 2013

	TOTAL	Grade 9	Grade 10	<u>Unknown</u>
Auburn	5	1	4	
Brunswick	3	3	0	
Cape Elizabeth	4	2	2	
Falmouth	1	1	0	
Gorham	6	2	4	
Lewiston	5	4	1	
Lisbon	1	0	1	
Portland	18	11	7	
RSU 1	5	3	2	
RSU 10	1	1	0	
RSU 13	2	1	1	
RSU 14	6	3	3	
RSU 15	5	1	4	
RSU 21	8	7	1	
RSU 23	4	2	2	
RSU 4	1	1	0	
RSU 5	17	10	7	
RSU 51	7	6	1	
RSU 52	3	0	3	
RSU 57	4	1	2	1
RSU 6	7	2	5	
RSU 60	1	0	1	
RSU 61	9	5	4	
RSU 72	2	1	1	
RSU 75	4	2	2	
Scarborough	6	2	4	
South Portland	10	8	2	
Wells-Ogunquit	1	1	0	
Westbrook	10	9	1	
Yarmouth	2	1	1	
York	2	1	1	
TOTAL	160	92	67	1

Baxter Academy for Technology and Science

Students Notified of Right to Enroll by City/Town

As of March 31, 2013

City/Town	Zip Code	# Students	City/Town	Zip Code	# Students
Auburn	04210	5	Pownal	04069	2
Bath	04530	2	Sabattus	04280	1
Bowdoinham	04008	1	Saco	04072	2
Brunswick	04011	3	Sanford	04073	1
Buckfield	04220	1	Scarborough	04074	6
Buxton	04093	3	South Casco	04077	1
Cape Elizabeth	04107	4	South Portland	04106	10
Casco	04015	4	Springvale	04083	2
Cumberland	04021	4	Standish	04084	4
Cumberland Foreside	04110	1	Tenants Harbor	04860	1
Denmark	04022	1	Topsham	04086	2
Durham	04222	3	Waterboro	04087	1
Falmouth	04105	1	Wells	04090	1
Freeport	04032	12	West Bath	04530	2
Fryeburg	04037	1	Westbrook	04092	9
Gorham	04038	6	Windham	04062	5
Greene	04236	3	Woolwich	04579	1
Harpswell	04079	1	Yarmouth	04096	2
Kennebunk	04043	6			
Kennebunkport	04046	2		TOTAL	160
Lewiston	04240	5			
Lisbon Falls	04252	1			
Lyman	04002	2			
Naples	04055	3			
New Gloucester	04260	5			
North Berwick	03906	1			
North Bridgton	04057	1			
North Waterboro	04061	1			
North Yarmouth	04097	2			
Old Orchard Beach	04064	2			
Owls Head	04854	1			
Portland		19			
	04101	1			
	04102	7			
	04103	11			

From: Baxter Academy [mailto:baxteracademyinfo@gmail.com]

Sent: Tuesday, March 26, 2013 10:52 PM

To:

Subject: Update from Baxter Academy

TO: [Student name] and family

March 26, 2013

Dear Baxter families,

Yesterday, Baxter Academy had its day in the sun before the Charter Commission. The Board of Directors got to share all the progress the school has been making toward signing its charter contract. We were respectfully received, and our message was clear: Baxter Academy is stronger than ever. And that fact was demonstrated in everything from the budget to the amazing coalition of people now at work to open the doors on September 3.

We have a wonderful new head of school in Michele LaForge. She spoke so beautifully yesterday about Baxter as a place of collaboration between teachers and parents and students. She evoked the sense of community that is already growing and thriving among all of us engaged in this endeavor.

Jonathan Amory was able to tell the Commission about the curriculum—and he even had one of his students there to talk about what a difference project-based learning has made for him.

Best of all, Baxter's amazing students were represented by some very eloquent young people who made it clear that this school is something they want and need *now*. In the coming days, all Baxter's students are going to have a chance to work together to make Baxter all that it can—and must—be. So much of this process has been out of the students' hands. Now they are going to get to help create *their* school.

Stay tuned, too, for an invitation to our upcoming "Meet Michele LaForge" event! We'll also be having information sessions as we begin the process of officially notifying each student that they will be part of Baxter's first freshman and sophomore classes.

Thank you for being part of this worthy enterprise. We look forward to working with you in the days and months and years ahead.

With warm regards,

Kelli Pryor on behalf of the Board of Directors Baxter Academy for Technology and Science From: Baxter Academy [mailto:baxteracademyinfo@gmail.com]

Sent: Saturday, March 30, 2013 9:55 PM

To:

Subject: Welcome to Baxter Academy!

[Student] and parent or guardian [Address]

Dear [Student] and family,

It is with pleasure that we are officially notifying you of your eligibility and right to enroll at Baxter Academy for Technology and Science. Congratulations on being among the students who will make up our first graduating classes in 2016 and 2017. You are a pioneer in an exciting educational option: project-based, STEM learning with teachers who want you to succeed and thrive—not only in high school but for the rest of your life. *Baxter Academy is a small school that will do great things*.

To secure your place, please sign and have your parent or guardian sign the enclosed Letter of Commitment to Enroll and return it *as soon as possible* in the enclosed envelope. The form must be received by Saturday, April 13 and is non-binding. You can still choose to go to another school at any time.

On the school's web site (www.baxter-academy.org) and in a packet you'll receive in a couple of days, you'll find information from Michele LaForge, Baxter's Head of School. She'll tell you more about what to expect when school starts. There's a sample schedule with details about what—and how—you'll be learning.

Also, some of your fellow classmates have described what they're looking forward to: being in the city and doing projects and helping Baxter become all it can be. Be in touch with them by e-mail if you want.

Maybe you and your parents would like to ask questions in person, too. We've got that covered. Please join us at the school at 54 York Street, Portland, for our first annual Enrollment Launch. Meet Ms. LaForge, as well as curriculum architect, Jonathan Amory. Please RSVP to Kelli Keliehor (kkeliehor@yahoo.com) or Rachel Rodrigues (rachelrg1993@gmail.com) for the option you choose:

- Tuesday, April 2 from 6 to 8 p.m.
- Friday, April 5 from 5 to 7 p.m. (This session comes with an art-walk option for students who want to sample the city with other Baxter students.)
- Saturday, April 6 from 1 to 3 p.m.

We'll look forward to receiving your signed Commitment to Enroll and to seeing you soon. Here's to a wonderful new beginning for Baxter Academy—*and you!*

All best,

Kelli Pryor, Chair, Board of Directors
Baxter Academy for Technology and Science



March 30, 2013

«Student_Name» and parent or guardian «AddressBlock»

Dear «Student_First» and family,

It is with pleasure that we are officially notifying you of your eligibility and right to enroll at Baxter Academy for Technology and Science. Congratulations on being among the students who will make up our first graduating classes in 2016 and 2017. You are a pioneer in an exciting educational option: project-based, STEM learning with teachers who want you to succeed and thrive—not only in high school but for the rest of your life. *Baxter Academy is a small school that will do great things*.

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Enclosed you'll find information from Michele LaForge, Baxter's Head of School. She'll tell you more about what to expect when school starts. There's a sample schedule with details about what—and how—you'll be learning.

Also, some of your fellow classmates have described what they're looking forward to: being in the city and doing projects and helping Baxter become all it can be. Be in touch with them by e-mail if you want.

Maybe you and your parents would like to ask questions in person, too. We've got that covered. Please join us at the school at 54 York Street, Portland, for our first annual Enrollment Launch. Meet Ms. LaForge, as well as curriculum architect, Jonathan Amory. Please RSVP to Kelli Keliehor (kkeliehor@yahoo.com) or Rachel Rodrigues (rachelrg1993@gmail.com) for the option you choose:

- Tuesday, April 2 from 6 to 8 p.m.
- Friday, April 5 from 5 to 7 p.m. (This session comes with an art-walk option for students who want to sample the city with other Baxter students.)
- Saturday, April 6 from 1 to 3 p.m.

We'll look forward to receiving your signed Commitment to Enroll and to seeing you soon. Here's to a wonderful new beginning for Baxter Academy—*and you!*

All best.

Kelle Pryon

Kelli Pryor, Chair, Board of Directors



The Baxter Program and Commitment

A message from Michele LaForge, Head of School

As Head of School for Baxter Academy, it is my privilege, my right, and my responsibility to understand, articulate, and contribute to the mission of the school, and even more interesting, to spell it out in detail, to make it happen in the building and out of the building, for every student, every day. That is what I believe, and that is how I lead.

That said, this document, endorsed by me, is a collaborative effort, and each and every one of us--every teacher, every Board member, every volunteer, every person working in our school in any way--is a part of its vision and how that vision is realized. It constitutes our commitment to excellence and clarity in the academic curriculum at Baxter Academy. I hope it answers your questions, whether you are reading because you are considering sending your child here, because you are contemplating asking your parents to enroll you here, or because you are investigating the possibility of joining our faculty.

Baxter Academy has many labels attached to it; it is a charter school, a STEM school, and a public school, among other things.

Baxter as a charter school

As a charter school, it is part of the emerging grand tradition of forging new paths of learning for students; it is one more option for parents and students looking for a school that fits their learning needs. In addition, Baxter Academy will be accountable to--with benchmarks for achievement and reaccredidation--the Charter Commission of Maine. (http://www.maine.gov/csc/)

Baxter as a STEM school

As a STEM school, Baxter Academy is responding to the fact that we live in a world where careers and vocations rooted in math, science, and technology are increasingly needed. We also have data, and I have personal experience, that reveals that math and science are best learned in cooperative, problem-solving learning environments, something that is not always easy to achieve in a traditional public school. The STEM model emphasizes

this kind of inquiry, experimentation, analysis, and this *model of learning* is applied in all areas of study, including Language, Literature, Writing, History, and the Visual Arts.

Baxter as a public school

As a public school, we are held to the same standards in core subjects as any public school. Baxter Academy is engaged in the Common Core State Standards Initiative. Our report cards and transcripts will certify mastery of common core standards, and we are committed to a passionate and integrated course of study based on *student inquiry*.

A school is a community of learners where everyone learns and grows as both students and teachers. Across subject areas, Baxter students and faculty will develop questions, research and design experiments or models or projects to explore them, analyze and revise these models, and reflect and communicate results. Most questions have cross-content relevance, and our project-based approach allows learning to be authentically integrated.

Teaching at Baxter We interview and hire from the same pool of talented, passionate, and engaging teachers as every other school in the state. At Baxter, we aim to build a community of people who put kids first, who are highly-trained and experienced in diverse instructional styles, who engage in an ongoing practice of reflection and refinement, and who are dedicated to acting on the research in the field of education and in their field of expertise. *All of our*

teachers will:

- Be certified in the State of Maine
- Have information on their education, backgrounds, and philosophy available on our website.
- Collaborate and take part in the model of inquiry-driven, student-centered learning.

Integration into the community Part of our commitment to the integration of all curricular and extracurricular areas includes building long-term mutually beneficial relationships and taking part in opportunities in the Greater Portland area that will inform project design and execution in the service of learning.

We have identified ways to integrate our Arts and Physical Education curriculum into existing community programs. In the Arts, for example, we have already established connections with the Portland Symphony Orchestra, Portland Stage Company, the Portland Museum of Art, and Portland Ovations. Similarly, as part of our Physical Education curriculum, we are forging a relationship with the Special Olympics through its Project Unify and Unified Sports programs.

Baxter parents

We know that students whose parents take an active role in their education are more successful because of that involvement. We encourage parents to be participants in their students' education beyond helping with homework, beyond attending parent teacher conferences. Again, our community is a resource, and our parents are part of our school culture and success.

Integrated Freshman Program

Baxter will offer an integrated freshman program that will blend math, science, engineering and language arts, as well art and social studies. This program will focus on building skills that will be the foundation for the next three years and beyond. Since students will be entering Baxter from a variety of middle schools, and will have range of skills and prior knowledge, this program will be designed to work with and challenge all students, regardless of ability.



How does the program work?

Classes of 16 students will take math, language arts, physics and engineering together. Art and social studies may also be integrated into this program if curriculums align, and as teachers work together to make learning relevant and authentic. Students will work on projects requiring skills in each of these fields to solve.

Why an integrated program?

The primary purpose of the freshman year at Baxter is to build key foundational skills and to make learning relevant. An integrated program allows Baxter to achieve these goals. Projects in the freshman year will be designed around building these foundation skills, which include:

- Identifying core problems, questions and variables
- Conducting effective research
- Working through the engineering design cycle and scientific method

- Applying math to solve problems
- Engaging in error analysis
- Iterating designs or experiments
- Learning effective and efficient communication through writing and presentation
- Reinforcing commitment and follow through

By exploring subject areas through the lens of real-world, hands-on projects, students gain appreciation for all fields of study. Being strong in one or two subjects areas will not yield positive results; only work that draws upon multiple fields will ultimately be successful. Moreover, by focusing on skills in addition to content, projects are scalable and keep all students challenged and expanding their zones of proximal development.

For example, one group of students might be challenged to find the acceleration due to gravity within 20%, while another group might strive to be within 5%. These two student projects would vary greatly with respect to complexity, quality of measurements, number and level of calculations, and depth of report. Yet both groups would need to demonstrate the skills listed above to complete the project.

<u>Sophomore, Junior and Senior Years:</u>

One way to look at the integrated curriculum is as a system of best practice that is part of the STEM philosophy. While it is at its most obvious and explicit in the Freshman year, its ethos and guiding principles continue through all four years of the Baxter Academy program. The integrated curriculum, as detailed above, is designed to transition students successfully to the high school environment, to higher education, and to the habits, discipline, and joys of life-long learning. The first year establishes patterns of mind and practice that emphasize raising and answering questions across the curriculum; analyzing risks, costs, and failure; and forming a personal practice of revision and redesign that stretches from the language arts to physics. The integrated curriculum builds community and collaboration as well as independent inquiry.



During the sophomore year and beyond, these habits should be firmly enough in place that a formal overarching structure is no longer necessary to practice, refine, and remain committed to the integration philosophy. Instead, personal choice and the drives of individual learning styles are prioritized so that students can schedule the classes that suit their skills and interests, as well as pursue the sustained ongoing long-term projects that remain a part of the integrated curriculum philosophy through all four years at Baxter.

Student Learning Plans Before the start of the year, we will meet with each student and his/her parents/guardians to create a Student Learning Plan. The goal of this session, in addition to getting to know each student better, will be to personalize the curriculum in a way that will meet the student's academic needs and personal goals while also ensuring they master critical knowledge and skills that will prepare them for a successful Baxter

Academy learning experience and any and all learning experiences beyond our doors. This Student Learning Plan will be reviewed on an ongoing basis during student-led conferences to ensure students are meeting rigorous academic requirements as well as personal needs and will be revised as needed.

Below we provide examples of course offerings for each grade to ensure students and parents have a sense of what the Baxter learning experience may look like. That said; please know that as a student, *your*

experience may not be identical to any of these examples. If you have any questions about a course that you see or do not see here, please contact our Head of School Michele LaForge at baxteracademyinfo@gmail.com.

Core courses: Grade 9	Potential areas of student individualization
1 Science - Physics	1 Elective
1 English	Marine Archeology & Salvage
1 Math - Applied Math	
1 Social Studies - World Geography & Politics	1 Elective
1 Foreign Language (Chinese I)	Parametric CAD I, Parametric CAD II, Composition, Classic
.5 Art - Foundations of Art & Design	World Literature, Creative Writing
.5 Engineering - foundations of engineering	
Core courses: Grade 10	Potential areas of student individualization
1 Math	Geometry/Trigonometry, Pre-Calculus
1 Science - Chemistry	
1 Social Studies - Finance & Global Economics	
1 English Elective (Shakespeare)	Shakespeare, Short Stories, Classic World Literature,
	Creative Writing
1 Foreign Language (Chinese II)	
.5 Art - Digital Media	
1.5 Elective	Earth Science, Audio Production,
	Java programming, Boat design, CAD: Rendering and
	Animation, Fabrication, Psychology of Learning, Economics
Core courses: Grade 11	Potential areas of student individualization
1 Math	Geometry/Trigonometry, Pre-Calculus, Calculus, Statistics
1 Science – Biology	
1 Social Studies - American History & Civics	
.5 STEM Internship (Friends of Casco Bay)	Friends of Casco Bay, National Semiconductor, WEX
1 English Elective	Journalism & Blogging, American Literature, Modern
	World Literature, Creative Writing, Poetry & Drama
2.5 Electives	Energy: Production to Policy, Anatomy, Circuit Design,
	Personal Finance, Video Production, Digital Media,
	Entrepreneurship, CAD: Rendering and Animation,
	Fabrication, Psychology of Learning, Economics
Core courses: Grade 12	Potential areas of student individualization
1 Math Elective	Calculus, Differential Equations, Statistics
1 Senior Science or Engineering	Marine Biology, Advanced Engineering, advancted Physics
1 English elective	Moral Philosophy, Shakespeare, Modern World Literature,
	Creative Writing, Poetry & Drama
1 Senior Capstone Project	Gulf of Maine Fisheries Management, Tar Sand Petroleum
	Pipelines, Hurricane Computer Modeling
3 Electives	Marine Biology, Yearbook, Personal Finance, Energy:
	Production to Policy, Advance C++, Statistics, Harmonics,
	Boat Design, Entrepreneurship, CAD: Rendering and
	Animation, Fabrication, Psychology of Learning, Economics

Baxter Academy for Technology and Science

Commitment to Enroll

We,	(insert student's name)					
and	(insert parent/guardian name),					
commit to enroll the student in B	axter Academy for Technology and Science					
for the 2013-2014 school year as	a student in the grade.					
We hereby authorize the student	's school administrative unit (SAU),					
to re	elease to Baxter Academy the student's					
(identify resident SAU)	•					
unique identifier number in the s	tate's student information system.					
Student signature:	Date://2013					
Parent/Guardian signature:	Date://2013					
PLEASE BRING THIS FORM TO AI IN PORTLAND, OR MAIL IT TO:	N EVENT AT THE SCHOOL, 54 YORK STREET					

Baxter Academy PO Box 859 Portland, ME 04104



After School Activities at Baxter Academy

Written by Alec Gagne (Class of 2017)

Have you been pushed into choosing a club from a list that the school office gave you? Here at Baxter Academy, we don't limit you to a list of groups you must choose from. If you want to start a club about something that you're interested in, then you can! Just think of what you and your friends are interested in, and that's where it all starts.

Since these activities are student created and student led, it means that you can help craft your own after school activity. Do you hate having to stop everything when the bell rings? The fun of learning doesn't have to stop at two o'clock. This is one of the things that make Baxter Academy so unique. Whether you're interested in academics or something more recreational, Baxter is the place where your opinions matter.

As our Head of School **Ms. LaForge** has said, "I really believe strongly that if there isn't a reason to say no, say yes. If students want to be working on something, then I will be doing my best to say yes. And, if past experience is anything to go by, I will want to participate!"

Some examples of potential groups and clubs:

- Chess Club
- Gaming Club
- Book Clubs
- Foreign Language Clubs
- Robotics Club
- Programing Club

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•					

What do you think should fill these spaces? Come to Baxter to decide.



"Portland is our school!"

Brianna Keliehor (Class of 2017) shares what excites her about Baxter Academy being in the heart of the city.

- 1. <u>MECA</u>. The Maine College of Art offers lots of classes in the fine arts for teens as well as college students. It's just a walk up the hill to any extra art class imaginable.
- 2. <u>The Telling Room</u>. If you're into creative writing, this center pairs up student writers with local professionals. There's opening writing every Wednesday afternoon from 1:30 to 4:30. And it's FREE.
- 3. Portland Museum of Art. The museum offers docent-led tours for students—FREE!
- 4. <u>The State Theater</u>. Okay, it might not be during school hours, but here's a music venue at the top of State Street that offers shows by indie bands.
- 5. <u>The Longfellow House</u>. Portland is full of history, and right up on Congress, there's the historic home of Henry Wadsworth Longfellow—and the Maine Historical Society, too.
- 6. <u>The Gulf of Maine Research Institute</u>. Marine science—and education—is happening right down the hill from us at the edge of Casco Bay.
- 7. Merrill Auditorium. Here you can see Yo-Yo Ma or a poet or the Nutcracker or...
- 8. The Nickelodeon. All the best movies show here, and it's a quick walk from school.
- 9. Coffee by Design. Who won't want a place to hang out and drink coffee with friends from school?
- 10. Portland Market House. This is a public market and a fun gathering place on Congress Street.
- 11. <u>Portland Public Library</u>. This is a great place to study—or check out books and movies and... There's even a teen room with free activities.
- 12. One City Center. A food court is always a good thing, right? Variety!
- 13. <u>First Friday Art walk</u>. On the first Friday of every month, art is everywhere downtown—even on the sidewalks.
- 14. <u>The Art Department</u>. This is an art studio with very talented mentally disabled artists. It's a great place to shop or volunteer.
- 15. <u>Preble Street Soup Kitchen</u>. Here's a great place to donate and to volunteer! We can share the work that needs to be done in the city.
- 16. <u>Bayside Bowl</u>. Bowling, live music, and tasty food.
- 17. Portland Stage. Maine's largest fully professional theater is just up the hill.
- 18. Portland Symphony Orchestra. The PSO is the largest performing arts organization in Maine.
- 19. <u>Portland Ovations</u>. Portland Ovations brings highly acclaimed, innovative, and masterful artists from around the world.
- 20. Old Port shopping. Clothes to gifts, they are all here.
- 21. <u>Portland Conservatory of Music</u>. Group and private lessons in many musical genres are just a few blocks away.
- 22. <u>SailMaine</u>. A community sailing program with an educational focus, SailMaine is an easy walk from the school, and then you're out on Casco Bay.



An introduction to Head of School, Michele LaForge

Written by Alec Gagne (Class of 2017)

Michele LaForge was born in Presque Isle, Maine. After graduating from Greely High School, in Cumberland, she earned a double degree in Math and Russian from the University of New Hampshire, and a Masters Degree in Slavic Languages and Literatures from Northwestern. It was then that she had to decide whether she wanted to be an English teacher who loved math or a math teacher who loved to read. (She chose the second option and has never regretted it.)

Today Ms. LaForge lives in Brunswick with her husband and two daughters. She is currently teaching herself how to play the banjo that she asked for as a birthday gift. She says that she likes doing things, but counts thinking as doing. "Teaching" she says, "is the most interesting thing to do ever."

Student ambassadors. The following future Baxter students have volunteered to field questions and communicate with other future students.

- Alec Gagne, of Westbrook, will be a freshman. His interests include reading, spending time outdoors, gaming, working with computers, and anything to do with animals. AlecBASTEM@gmail.com
- Brianna Keliehor lives in Gorham and will be a freshman. Her interests include:
 Psychology, listening to music, hanging with friends, laughing a little too much, economics, and boat building. brikeliehor@yahoo.com
- Chris McCammon is from Scarborough and will be entering Baxter as a sophomore.
 His interests are making videos and writing/recording music for his YouTube channel
 (minecraft4meh) and iTunes. Chris runs the VimCaft server with friends and is a
 popular live stream host and YouTuber on the Game Channel.
 chrismccammon123@gmail.com
- Nica Todd will be a freshman. She lives in Cumberland, and her interests are soccer, ice hockey, violin, animals, science and hanging out with her friends.
 veronicartodd@gmail.com.



Contact list

At Baxter Academy, we are committed to listening to your concerns and to answering your questions fully. Please reach out to any of us, based on our areas of expertise, and we will do our best to get you whatever you need.

For questions regarding the academic program or teachers:

• Michele LaForge: laforgeadolf@gmail.com

• Jonathan Amory: <u>jamory@gmail.com</u>

For questions regarding enrollment or the school's charter:

• Len Cole: lcole@colenonprofitslaw.com

For questions regarding transportation or the facilities:

• Peter Morrison: petermorrison665@gmail.com

For questions regarding volunteers or volunteering:

• Laurie McCammon: lauriemccammon@gmail.com

For questions regarding the budget and fundraising:

• Peter Montano: pgm@macpage.com

For general information:

• Allison Crean Davis: allisoncrean@yahoo.com

• Kelli Pryor: kellijpryor@gmail.com

From: Allison Crean Davis [mailto:allisoncromey@gmail.com]

Sent: Monday, April 01, 2013 8:20 AM

To: nancy.connolly@maine.gov

Cc: Michele LaForge; Jana Lapoint; kellijpryor@gmail.com; Len Cole

Subject: Reschedule meeting with Baxter Academy

Good morning Nancy,

I am Allison Crean Davis, Vice-Chair of the Board of Directors for Baxter Academy. I've been furnished with your name as the contact for Exceptional Children within the Department of Education. I understand there had previously been a meeting scheduled with you to review our special services plan at Baxter Academy which was then postponed.

I am cc'g our Head of School, Michele LaForge, on this. In an effort to reschedule this meeting, I would like very much to include her. Michele currently has teaching obligations until the end of the school year, so we may have to work around that, but with your cooperation I hope we can do just that. I know she will have many thoughts to contribute to this dialogue and will also be integral to our process of hiring the best individual to take our plans and enact them successfully.

What are our options in terms of scheduling this meeting? Are we required to go to Augusta or are there other possibilities? I am in Kennebunk and Michele is in Brunswick.

We are very much looking forward to getting your input on our plans and thank you in advance for your guidance!

Best,

Allison

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Allison Crean Davis, Ph.D. Founding Partner, New Legacy Partnerships, LLC

Home: [redacted] Cell: [redacted]

www.nlpartnerships.com